IN THE UNITED STATES DISTRICT COURT
FOR THE MIDDLE DISTRICT OF PENNSYLVANIA
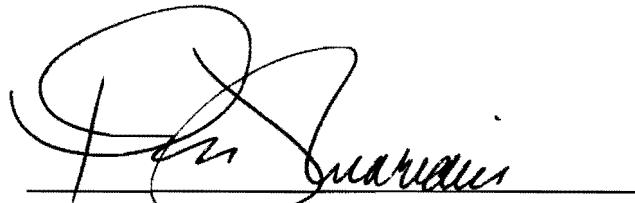
DOUGLAS CREED,   :
On Behalf of Himself and All Others   :
Similarly Situated,   :
                                            :
                  Plaintiff,   :
                                            :
      v.   :   3:12-CV-01571
                                            :   (JUDGE MARIANI)
BENCO DENTAL SUPPLY CO.,   :
                                            :
                  Defendant.   :

ORDER

AND NOW, THIS 17TH DAY OF SEPTEMBER, 2013, upon review of the Parties'

Joint Confidential Motion for Settlement Approval (Doc. 81), Settlement Agreement (Doc.

82-1), addenda thereto (Docs. 87; 92), and supporting memorandum (Doc. 82), **IT IS**

HEREBY ORDERED THAT:

1. The Settlement Agreement as amended by Docs. 87 and 92 ("Amended

   Settlement Agreement") is **APPROVED** as a fair, equitable, and reasonable

   resolution of a bona fide dispute in this contested litigation, and is incorporated

   herein by this reference and made a part hereof as though set forth in full.

2. The formula for allocation of settlement payments set forth in the Amended

   Settlement Agreement is **APPROVED** as a fair, equitable, and reasonable

   measure for distributing the settlement payment to the FLSA class members.

3. All individuals who have filed or will file consents to join this action as party plaintiffs are hereby **DEEMED TO FULLY AND UNCONDITIONALLY WAIVE AND RELEASE** any and all Released Claims (as that term is defined in the Amended Settlement Agreement) against any and all Releasees (as that term is defined in the Amended Settlement Agreement), as more fully set forth in the Amended Settlement Agreement.

4. The attorney's fees representing one-third (1/3) of the settlement fund, costs, and the incentive payment as set forth in the Amended Settlement Agreement are **APPROVED** and Defendant is hereby **ORDERED** to make payments in accordance with and subject to the terms of the Amended Settlement Agreement.

5. This Court shall retain continuing jurisdiction to enforce the terms of the Amended Settlement Agreement.

6. The Parties shall **FILE A DISMISSAL WITH PREJUDICE** in accordance with the Amended Settlement Agreement.

_____
Robert D. Mariani
United States District Judge